**Southwest Virginia Health Authority**
**Minutes of Meeting**
**August 26, 2016 at 2:00 PM**
**Southwest Virginia Higher Education Center, Room 240**
**Abingdon, Virginia**

**I. Call to Order.**

Chairman Kilgore called the meeting to order at 2:05 PM.

**II. Roll Call.**

Ms. McFadden called roll. Mr. Mosley, Dr. Cantrell, Ms. Welch, Mr. Leonard, Mr. Givens, Ms. O'Dell, Ms. Murray, Mr. Kilgore, Dr. Mayhew, Mr. Morefield, Mr. Horn, Mr. Chaffin, Dr. Tooke-Rawlins, Ms. Ward, Mr. Vanover, Dr. Wieting, Dr. Counts, Dr. Means, Mr. Neese and Ms. Billhart were present. A quorum was confirmed. Mr. Prewitt arrived at 2:30 p.m.

Dr. Henry, Mr. Mulkey, Ms. Baker and Dr. Rheuban, were present by phone. Throughout the meeting occasional technical issues occurred; however no discussions of issues upon which members voted were affected.

Ms. Copeland, Mr. Carrico, Mr. Clark, Mr. Perdue, and Dr. Sarrett were absent.

**III. Declaration of Quorum.**

Chairman Kilgore declared a quorum.

**IV. Approval of the Minutes of the April 13, 2016 Meeting.**

Dr. Tooke-Rawlins called for a motion to approve the minutes of the May 25, 2016 meeting as distributed. Dr. Wieting seconded the motion and the motion was approved. Ms. Brillhart abstained stating that she was not a member at the May meeting.

**V. Officer Report**

Chairman Kilgore introduced two members of the Authority's staff, Dennis Brownlee and Tom Massaro. Chairman Kilgore welcomed and thanked them for driving down to the meeting. Chairman Kilgore reported that he and Mr. Mitchell had a meeting in Washington, D.C. on August 24, 2016 with the Federal Trade Commission. Ms. Allen with the Attorney General's office was at the meeting as well. Chairman Kilgore stated that there were over twenty people with expertise involved. Mr. Mitchell stated they had a good discussion about procedures related to the cooperative agreement process. Mr. Mitchell stated that members of the meeting had questions about accountability and remedies and how we would hold the parties accountable. Total cost of care was also discussed. The FTC has offered to meet with the Authority.

Dr. Cantrell asked for a clarifying question, "Can people on the phone vote and will their vote count?" Mr. Mitchell stated that according to our policy, the answer is yes unless a director challenges it, but he stated the Board needed to make sure that they can hear since there are phone issues and also that they have identified themselves which they have.

The Chairman Kilgore called on Dr. Henry for the Treasurer's report. Dr. Henry gave a financial report. She stated current balance of the Authority's bank account is $22,300.14. Dr. Henry stated that the Authority has paid consulting project through July as well as the rent which is $300 per month. The Authority's remaining balance is around $22,000.

Chairman stated that last night the Authority received a letter filed by the Virginia Associations of Health Plans by Mr. Kyle Shreve. He asked if Mr. Shreve would like to come forward and give the Board the highlights of the letter. Mr. Shreve thanked Chairman Kilgore for allowing him to present this early in the agenda. Mr. Shreve is the Director of Policy for the Virginia Association of Health Plans, which represents ten insurance carriers that operate in the Commonwealth of Virginia to include commercial payers as well as Medicare and Medicaid. During the May meeting, Mr. Shreve's Deputy Director, Doug Gray, addressed the Authority and laid out some trends in industry as well as a series of questions that you all should consider when trying to deem this application complete. Mr. Shreve stated that since that time, the Authority has sent 68 questions to the applicants and have received response. Mr. Shreve wanted to take this opportunity to lay out their concerns. He noted that Mr. Gray could not be at the meeting and asked that Mr. Shreve come down and express their concerns regarding those responses.

Mr. Shreve stated that the VAHP's position is that the application continues to lack the specificity and more time should be taken to ensure the information is adequate so that the public as well as the Commissioner of Health will have adequate information. He said that the Cooperative Agreement between Wellmont and Mountain States essentially allows them to combine and effectively eliminate competition in seven counties in Southwest Virginia in ways that would otherwise violate the anti-trust laws at both federal and state levels.

Mr. Shreve stated the Authority has a critical initial task of reviewing this information and deeming it complete so that the regulatory process, as well as the 75 days regulatory review process, will begin after the application is deemed complete.

The parties submitted over 1,000 pages in application materials; much of which has been submitted at a very high-level, competitive, general and in some ways vague in certain areas. Mr. Shreve discussed how the Authority needs to continue the dialogue with the parties in order to make sure that they fully respond to the questions.

Mr. Shreve, stated that if approved the merger would not only affect Virginia, but would also affect Tennessee. Mr. Shreve suggested that the Authority makes sure that there is enough information to allow for public scrutiny.

Mr. Shreve discussed the ways in which the information that was requested does not honor the review request. He asked that the Authority request more information and have the applicants address the loss of competition so the public and the Commissioner of Health can weigh that disadvantage when the application is ultimately submitted.

Mr. Shreve discussed another point that Mr. Gray discussed in May regarding what active supervision would look like from the Commonwealth. Mr. Gray mentioned the Commonwealth is going to be responsible when asking for the Cooperative Agreement. Mr. Shreve stated that improving quality and access are crucial claimed benefits of the Cooperative Agreement, and without the proper resources to evaluate such a claim is not in the best effort of the Cooperative Agreement.

Mr. Shreve stated that he urged the Authority to develop a system prior to granting completeness of the Cooperative Agreement so that it can be improved upon during the regulatory process.

He said, as the Authority's advisors noted, the Parties suggest that supervision and oversight by the Commonwealth will greatly minimize the impact of reduced competition, however, it is not explained how the oversight should work or describe the elaborate resources that will be necessary to actively supervise the Cooperative Agreement.

Supplemental Questions - Question 5 asked for more detail on the proposed Alignment Policy and Scoring System. In their response, the Parties simply repeated information already provided in their Application; they did not provide any additional input. The commitment to maintain three full-service tertiary hospitals does not have the same importance to patients and the community as the commitment to combine the "best of both organizations' career development programs" – yet both carry equal weight under the proposed scoring system. So this sets up a scoring system in which they may fail to reach a commitment here and there in the same category yet still achieve a "passing" grade from the Commonwealth.

Mr. Shreve thanked the Chairman for allowing him the opportunity to express the VAHP's concerns and was sorry that Mr. Gray was not available to continue the dialogue himself. In closing, Mr. Shreve urged the Authority to closely consider whether all the information is available to properly evaluate the Application. Mr. Shreve stated that in order for the public and the Commissioner's office to fully vet this Application, the Application needs more specifics to know what we are talking about and that is all the VAHP is asking. Mr. Shreve emphasized that it is essential that the Authority perform all due diligence before the regulatory clock begins.

Chairman Kilgore thanked Mr. Shreve for presenting and asked the Directors if there were any questions for him. Dr. Brownlee stated that the parties have stated that they cannot give more detail on elimination or duplication of services without violating the anti-trust laws. Mr. Shreve stated that he is not sure if it legal or not. He said the supplemental question asked, "Can you provide more specifics on what your future plans will be if they were merged." He said that speaks more as a hypothetical if the merger takes place then what they would do. He said there should not be any reason why they cannot disclose this information as a hypothetical response if they are granted this merger.

**VI. <u>New Business</u>**

**A. Presentation from Applicants**

Mr. Bart Hove began by thanking the group for allowing him and Mr. Levine to be here to share information and to answer questions that may be asked by the Authority. Mr. Hove appreciated the opportunity to address the Cooperative Agreement application in this forum. Mr. Hove stated that collectively, Wellmont's seven Virginia hospitals and facilities represent around 18 percent of their

combined total in-patient census. Mr. Hove discussed that with the increasing legislation, out of control costs as evidence by recent news coverage of some of the drug companies for example, the recent exurbanite price increases on the Affordable Care Act of Health Care Exchanges, not to mention new technology, their entire industry is in a state of flux.

Mr. Hove noted that physicians are also facing the biggest challenges in raising their reimbursements particularly in the implementation of Medicare and Medicaid. Mr. Hove stated that these factors, as well as a few others, have led them to apply to the Commonwealth of Virginia for this Cooperative Agreement.

Mr. Hove stated that the new Health Care System developed under the merger will be based on a business model designed specifically to benefit the communities through enforceable commitments and active supervision by the Commonwealth and the on-going partnership with the Authority. He further stated, that in spite of the challenge the region faces, there is an alternative vision which offers opportunity for the region and sustainability for needed health care resources.

Mr. Alan Levine discussed the benefits of the proposal and thanked the Board for their work on this project. Mr. Levine stated that he appreciated the work that Mr. Shreve and his organization do and is grateful for the relationship that they have with their payers.

Mr. Levine stated that according to one comment, the proposal is eliminating competition in seven counties. He touched on how this is simply not true  He also discussed the percentages associated within population growth and decline in the 29 county service area.

Mr. Levine stated we have no population growth, and in some communities a decline and we have a significantly declining use rate.

Mr. Levine touched on one of very important questions asked: the commitment to training of physicians and how that is clearly important to the Applicants. He stated that in regards to sustaining costs of these new residency programs, if there is no merger, then there is no commitment to sustaining the residency programs.

Mr. Levine then discussed how the VAHP might think that building a residential addiction treatment center isn't a specific commitment, although addiction is a major problem in our community and our region.

Mr. Levine stated the Authority is in a very strong position as it relates to things like population health. He also stated that any research that is done as a system will ensure cooperation between our hospitals in Virginia and that is why a common IT platform is so important. He said having a common IT platform gives you the ability to have data and all of our scientists and physicians would participate in utilizing this data for research purposes.

Mr. Levine discussed the residency programs, the need to diversify the programs and ways to recruit and maintain quality physicians.

Mr. Levine then touched on how Mountain States and Wellmont reached an agreement early on to have quality governance between MSHA and Wellmont moving.

Mr. Levine emphasized the importance of the role of the Authority.

Mr. Levine thanked the Authority for their time. Chairman Kilgore expressed his thanks to Mr. Levine for presenting to the Board.

Chairman Kilgore asked if there are any questions. He acknowledged Delegate Todd Pillion arriving in the room and thanked him for attending the meeting.

Delegate Morefield stated that he represented three hospitals that do not fall under this merger (Tazewell Community, Buchanan General and Clinch Valley Medical Center). He stated that he understood the benefits and so forth of patient's affected and access to health care, but wanted to know if those hospitals or groups made any input on this particular merger. Mr. Levine responded that he has not had any conversation with these facilities and these markets will remain competitive from his perspective.

Dr. Cantrell asked Mr. Levine about the questions that were submitted for follow-up at the beginning of August, and asked if he could address any of these questions. Mr. Levine stated that generally speaking, emergency care, emergency obstetric care, emergency specialty care, and diagnostics (everything from CT to x-ray to basic diagnostic, including screenings) are obviously critical and important because a big part of this is access. Mr. Levine discussed how rotating major medical specialty care throughout the region is something that is in the COPA itself and will expand access to specialties.

Dr. Cantrell then asked if there will be a minimum number of hospitals with acute beds in Virginia and if that will be repurposed and ambulatory only. Mr. Levine stated that there are no guarantees that any of these hospitals will not be repurposed explaining the different dynamics of the region and facilities in those regions.

Dr. Cantrell then asked if Johnston Memorial Hospital will continue to provide graduate medical rotations. According to Mr. Levine, this hospital just started the program and there has been a major investment made into it already.

Next, a director asked how many total hospitals in Virginia will be maintained as a teaching hospital in years two through five? Mr. Levine answered that all of the facilities that are there will be sustained as health care facilities.

Mr. Levine discussed how tobacco abuse and substance abuse are two leading causes that are preventable and treatable causes of mortality and morbidity in Southwest Virginia. He stated the application targets programs for children and other prevention programs. He said these programs will provide targeted intervention for individuals with substance abuse disorders.

Mr. Levine stated that the Southwest Virginia Health Authority needs to be the leader to determine the priorities in this region. The private sector should not be determining the priorities. The government does have a role here in telling us where we should put those resources and so that is why that conversation is so important, and we certainly don't want to be pretentious about us determining what the priorities are. We think we agree on them, but we want to be sure.

The last question is recognizing that rural hospitals are top three or four employers, what are the estimates for loss of employment for healthcare jobs by repurposing rural hospitals? If we don't merge and we don't repurpose, hospital closings will result in a 100 percent loss of health care jobs. If we merge and repurpose, we think there will be loss of jobs relating to inpatient services, but we also think that if we invest in some of the community based services which is repurposing of the funding there will be new jobs created from those opportunities.

What is the state of affairs in Southwest Virginia if there is no merger? What are the possible consequences of that decision and what are the consequences if there is a regulated merger with a clear partnership with the Southwest Virginia Health Authority and a regulatory structure in place with the Commonwealth of Virginia to make sure that we are not hiking prices up because of the merger, and are not quality compliant because of the merger? Those are the fundamental issues that any anti- trust authority is concerned about.

Chairman Kilgore asked if there were any more questions.

Mr. Prewitt stated that he had missed the last meeting but had a question regarding scoring the success rate appropriately. He further stated that "as a layman, we read your proposal and evaluate the pros and cons and the money that is going to be put back into certain initiatives, but the scoring itself identifies 50 percent as a passing rate which means that a lot of those items there will be nothing done to them and some of them may receive 50 percent. So, how do we as laymen representing communities; how do you weigh the pros and the cons when 50 percent of the monetary pros are commitment piece?"

Mr. Levine stated that "we measure the effects of the elimination of competition and that is an important piece of this. In an anti-trust environment, we want to respect that. He added making sure that we are doing what we say on pricing and making sure that we are doing what we say on quality in terms of increasing transparency and setting goals to be the top health care system we think are important because these are the two things that are the consequences of competition. All the other things to me and to us are true added benefits on top of addressing the negative benefits of elimination of competition, and so there are also other variables out there that we have no control over. "

Mr. Levine further stated that "we are very concerned because once we merge, we are going to be very committed to executing on this and the idea that lets say we are going to spend $85 million dollars on research and academic enhancement over 10 years that is easy to measure, but if we set out to achieve improvements in obesity, and we do all the things that evidence shows that we need to do, but obesity rates do not decline, or you have major problems with poverty or a major economic event that shuts down an entire industry, that leads to addiction, we would argue that establishing a residential addiction treatment center and doing the things that we are suppose to do to make sure individuals have access to that facility. I think we should get credit for that even if other factors drive the number of people that are identified as addicts up." He stated that "they want to be very careful that we can measure things that we can control and that to me is important. Which starts with eliminating the negative effective of elimination of competition which we have addressed and then what are we affirmatively agreeing to are easy to measure for example, how much money are we spending on research or to put a quality system in place. Those are very easy to measure. We can measure those with very critical points. Mr. Levine stated further that "there are other things that are softer that use more money but are a lot different and we think there needs to be a little bit more flexibility back and forth

with the Authority and the Commonwealth about what the priorities are and which are going to be measured by process and which will be measured by results."

Mr. Levin stated that "we think termination of the COPA could happen when issues that lead to decision to terminate arise to a level that termination is appropriate. If we do all of the things that we are supposed to do to reduce obesity and yet we have not been able to move the needle as much as we should, but we have followed all of the metrics does that mean that the COPA should be terminated? The public benefit is not that we are guaranteeing results in improving obesity. We have never said that. What we have said is that we are going to provide resources that have never been put on the table before to help improve those issues."

Dr. Rawlins stated that most of the questions that were asked were addressing issues across two states indicating that under the application, describes what would happen in Tennessee and very little of it describes Virginia. Dr. Rawlins stated that "we have to ask, how will this impact quality, how will this impact access in Virginia and some of those questions have not been answered that well. Certainly that is why we got very specific on the questions; realizing some things you may not be comfortable when you are talking merger but some of them can and should be addressed.

Mr. Levine responded that the process they have outlined, established a policy that says that services that are going to be eliminated or consolidated and if by doing so it leaves that community without the service, it would require a 2/3rd vote of Board of the New Health System and requires collaboration with the local community to determine what are the options for that local community.

Mr. Levine indicated that "the commitments that we are making in the Cooperative Agreement are designed to put a firewall and if we can generate synergies from other parts of the system, the $85 million we talked about over ten years, it gets us more resources to sub-plant these residencies, but it is getting increasingly difficult.

Chairman Kilgore commented that he is sure there are going to be other opportunities as the process goes along to receive other commitments and is something that we can talk about as we move forward.

Mr. Hove and Mr. Levine thanked the Chairman and Board for their time.

**VII. <u>Old Business</u>**

**(a) Working Group Reports**

No working groups presented reports. Chairman Kilgore stated that everybody has already reported out and this item was put on the agenda in case someone had something new.

**(b) Discussion of Cooperative Agreement Application**

**(i) Staff Report**

Chairman Kilgore indicated the Board would now hear from its staff, Dr. Massaro and Dr. Brownlee.

Dr. Brownlee did not have any comments or questions. Dr. Massaro commented that in terms of background, the employees see what is happening nationally is consistent with the provision that has been presented and the underbidding of this application. Factually, the interpretation of what is going on in the United States with health care systems is probably pretty accurate.

Dr. Massaro stated that the real question is in terms of timing whether one wants to try to negotiate and deal with issues prior to deeming the application complete or to move forward and to deem it complete and then do the negotiation.

Dr. Massaro stated that he understood both sides of the argument. Speaking from his perspective and from the employee's perspective, this is a very unique situation indicating that there are two states involved, a regional Authority, and two department of health's. He stated that the employees have all been very impressed by the way this has all been handled, but at the basis of a merger of this type can be and in some ways has to be adversarial at some level. We see possibly that one way to minimize the adversarial nature of this is to say, "Ok, the application is not perfect, but it is complete enough to move forward." He stated that "the three of us feel that in an imperfect world, we would say that trying to move a collaborative model as opposed to an adversarial model which is at the basis of the nuclear when it is merged makes sense, and the question then is how do you move to that collaboration? It doesn't speak in terms of whether the merger should be approved because you clearly do not have enough data to know at this point whether it should be approved. The question is whether you can get closer to that information moving toward a collaborative and interactive model once the application is deemed as complete." Dr. Massaro further stated that "I would argue that at least the possibility that the Authority speaks for the people of this region better than any other stakeholder, and therefore it is not inappropriate for the Authority to take the lead. People who play tennis, I believe, like to serve first."

Dr. Brownlee stated he agreed with everything Dr. Massaro said.

**(ii) Executive Session**

Chairman Kilgore announced that the Board would convene in Executive Session. The purpose for going into Executive Session is to review the proprietary information. Mr. Mitchell advised Chairman Kilgore that it would be appropriate for the staff to stay. He noted that the conflicted Board members could not stay during the Executive Session.

Chairman Kilgore asked if there was a motion on executive session.

Delegate Morefield made the following motion:

> **"MR. CHAIRMAN, IN ACCORDANCE WITH SECTION 2.2-3711(A)(40) OF THE CODE OF VIRGINIA, I MOVE THAT THE COMMISSIONERS CONVENE IN CLOSED SESSION TO DISCUSS OR CONSIDER RECORDS EXCLUDED FROM THIS CHAPTER PURSUANT TO SUBDIVISION 3 OF CODE 2.2-3705.6. IS THERE A SECOND?"**

Senator Chafin seconded the motion. The motion was carried unanimously.

There was a three minute break to convene in closed session. The phone was muted.

The Board convened in closed session.

Delegate Morefield stated that the Board has concluded its closed session and is hereby in open session.

Upon returning from closed session Delegate Morefield stated:

> **"THE BOARD HAS CONCLUDED ITS SESSION AND IS HEREBY IN OPEN SESSION. WE WILL NOW TAKE A ROLL CALL VOTE THAT WILL BE INCLUDED IN THE MINUTES CERTIFYING THAT TO THE BEST OF EACH MEMBER'S KNOWLEDGE (I) ONLY PUBLIC BUSINESS MATTERS LAWFULLY EXEMPTED FROM OPEN MEETING REQUIREMENTS UNDER THE FREEDOM OF INFORMATION ACT AND (II) ONLY SUCH PUBLIC BUSINESS MATTERS AS WERE IDENTIFIED IN THE MOTION BY WHICH THE CLOSED MEETINGS WAS CONVENED WERE HEARD, DISCUSSED OR CONSIDERED IN THE MEETING OF THE PUBLIC BODY. TO FULFILL THE REQUIREMENTS OF SECTION 2.2-3712, COMMISSIONERS SHALL RESPOND: 'I SO CERTIFY' IF THEY INTEND TO VOTE YES."**

Chairman Kilgore noted this is just for those individuals that were in the closed session meeting.

Chairman Kilgore, Senator Chafin, Mr. Mosley, Mr. Neese, Ms. O'Dell, Dr. Welch, Dr. Cantrell, Dr. Rawlins, Ms. Brillhart, Mr. Prewitt, Delegate Morefield, Mr. Horn, Dr. Wieting, Dr. Mayhew, and Mr. Horn each stated in turn: "I so certify".

Chairman Kilgore noted that the Board was back in open session.

**(iii) Consideration of Completeness**

Mr. Mitchell stated that when the Authority started this process, one of the things that it talked about was the difference between the "submitted" application and the "received" application. Mr. Mitchell indicated that the Authority has not yet "received" the application because it has not been deemed complete. He further stated that when the Authority decides to make a completeness determination, then the application will actually be "received" as provided. This act by the statute, triggers events to happen to move this process forward.

Mr. Mitchell stated that last night the Board members should have received a memorandum giving guidance on whether or not the Authority is in a position to determine that the application is complete. The memorandum is attached to these minutes as Exhibit A.

Mr. Mitchell stated that Chairman Kilgore wanted to make sure at the onset that Board ran a process that would help make that determination. Mr. Mitchell stated that he believed that the creation of the working groups, the several meetings that took place, the nearly sixty questions that were asked, and the employment of staff with unique expertise to help review the application certainly has aided in that endeavor.

Mr. Mitchell stated that earlier during the meeting, the Board was asked to consider whether or not they were at a point to make an appropriate determination about completeness. Mr. Mitchell further stated that the process itself enables additional input and that it would be impossible for the Board to receive all of the input that they need before determining the application complete. He stated that there is a public hearing, there is public written comment and the applicants have the opportunity to respond to that written comment. Mr. Mitchell indicated that the Authority will have additional opportunities to meet with the applicants to discuss the commitments.

Mr. Mitchell stated that at this meeting the Board is being asked to determine if a motion should be made to determine whether or not the application is complete such that it has been received so that the process can begin. Mr. Mitchell indicated that this is the issue that ok before the Board. He added that it is not the end of the process; it is merely the beginning.

Dr. Brownlee said that the recommendation from the three consultants that includes him is that the application be deemed as complete. Dr. Brownlee further stated that the decision has to be made by each member individually, but the questions that he asked himself was if the Authority needed more information on the effect on competition. Dr. Brownlee further stated that the questions turn not on less competition, but what are the mitigating strategies; what is the investment back into the community that improves health care; how do we control quality; how do we control cost particularly cost to the consumer, and that gets to the commitments.

Dr. Brownlee stated that a second question is how the Authority believes competition is working in communities so far and there are probably very few folks if anyone that is in a better position to make that determination than the members of the Authority. Dr. Brownlee state that there is poverty, substance abuse, a high level of uninsured or under insured, redundancies in services, population health indicators that indicate that there are population health problems worse than many other parts of the Country. He further stated that there is always additional information that can be given on anything, but the Authority must look at when enough information is given to start the process and move it forward on the timeframe within the Statute.

Dr. Brownlee stated that on the commitments and scoring there is a definite need to firm that up and get more clarity on what those commitments are, and to have mutually acceptable measureable metrics for evaluating how these commitments have been satisfied or not, and how the monitoring and supervision is going to work in practice. He stated that is something that the Board heard in the comments earlier suggesting they should be improved and more specific commitments and it was acknowledged that the commitments could be improved upon during the regulatory process; which indicates an acceptance that it will be appropriate to deal with them during the regulatory process; if we choose to deem the application complete.

Dr. Brownlee stated that there was a suggestion that there is no urgency here because the State of Tennessee is dragging its feet in this process. He stated that the Board is not the State of Tennessee,

and the Board does not control the State of Tennessee. Dr. Brownlee indicated that in his view the members of the Authority should do their job as they see fit.

Chairman Kilgore thanked Dr. Brownlee.

Dr. Massaro stated that one thing that he agreed with Mr. Kyle Shreve in the importance of regulation. He stated that the Authority heard in the application and other comments about the Asheville experience. Even now, the State of North Carolina went back and looked at it and publicly admitted that it probably had not regulated that process enough. He noted that it is a much more complicated world out there and with this process, especially with two states involved, so the regulation for this merger is going to be more complexed.

Dr. Massaro stated that the Authority again has the opportunity to somehow shape the way that the regulatory process takes place. The Authority could be the linchpin between Tennessee and Virginia and between the departments of health's and between the insurers and the providers and it is good to have five years. He stated that there is a lot of work to be done and will be better done in a collaborative way that might come about during the review process.

Delegate Kilgore asked if there were any comments from the Board.

Dr. Cantrell noted that she just had observation stated "we have spent a lot of time talking about the Authorities role in this process an acknowledgement that in addition to our other obligations and our lack of resources to do the job that is required for this process is a concern. Chairman Kilgore noted that we are really going to have to look at the Authority's role and how we are able to address that and fund it and things like that moving forward if we are going to be one of the checks and balances on the COPA moving forward." Dr. Cantrell noted that there are a lot of people here with ties to the area and Richmond is over 300 miles away.

Mr. Mosley stated that at their last working group meeting one of the things that was mentioned was the make-up of the Board that we felt like the Authority should have representation on that Board, and they refused that.

Chairman Kilgore stated that he thinks the Authority is in an entirely different light as we move forward. He stated that once the Authority deems the application complete, the collaboration begins and then we can begin to address some of Virginia's concerns.

Mr. Mosley stated that he thinks it was more for information for the Authority so that they would know what is going on here after this happens.

Ms. O'Dell stated that one issue that consistently came up and has not been addressed is the issue of Lee County.

Mr. Mitchell asked would the Chair like to know the actions that he would need.

Chairman Kilgore indicated that he would like to know the actions needed.

Mr. Mitchell stated that the Authority would need a motion to deem the application complete. In that motion, it should direct the Chairman to deliver a copy of the received application to the

Commissioner of Health and the Attorney General. It should direct the Chair to publish proper notice of receipt of the application and initiate public comment period and fulfill the other statutory requirements set forth in the Code.

Delegate Morefield made a motion to deem the application complete and direct the Chairman to deliver a copy of the received application to the Commissioner of Health and Attorney General's office, to publish proper notice of receipt of the application and to initiate public comment period and fulfill other statutory requirements set forth in the Code. Senator Chafin seconded the motion.

Chairman Kilgore asked for a discussion on the motion.

Dr. Cantrell asked about what the next four to six weeks will look like in terms of negotiation as she feels there is going to be a lot of work to be done and curious if the Board has a visual on what that is going to look like.

Mr. Mitchell responded that now that the Board has acted, his staff will draft a notice of the publication to release on Monday. He said given the nature of the publications that the Board determined six months ago, it is not possible to publish in one newspaper and fulfill the requirements that is set out in the statute. So, it is his recommendation and that the Board pick a date and publish in all three newspapers on the same date so that it is clear when the 20 day period starts for written public comment, and we will get that to you over the weekend. He said once the notice is published, there will be a 20 day written public comment period.

Mr. Mitchell recommended that working group leaders should take the lead in representing their constituents and groups and have more public meetings to discuss those commitments and receive any additional responses. He stated that the Authority will get responses back from written public comment and are required to share public comment immediately with the applicant when it is received.

Chairman Kilgore noted to remember, these are "working days." Twenty working days and seventy-five working days; which is a big difference from just twenty or seventy five calendar days.

Mr. Mitchell stated that they have been trying to diligently keep track of issues that the Board has raised so that the Chairman can raise those with the applicants. The applicants have made it very clear that they are going to devote the time and resources necessary to getting this done.

Mr. Mitchell indicated that the next meeting outside a regular meeting will be the public hearing. Mr. Mitchell said that his hope was Mr. Chairman that everyone will have an understanding of the issues that have percolated to the top. He said it is important for everyone to remember that the Commissioner of Health is the Officer that is entrusted with finally approving the application. The Board is simply making a recommendation and he said the Board needs to be able to decide that the Board put itself at the end of the review you are in a position to make that recommendation and react to the public comments that you receive and the responses.

Dr. Rawlins mentioned that as the work groups meet they bring items to the table.

Chairman Kilgore stated that it will be very busy and everyone is going to have to devote a huge amount of time to this over the next few weeks.

Chairman Kilgore stated that we have a motion and a second is there any more discussion?

The Chairman noted that the members that are conflicted and not eligible to vote include: Mr. Leonard, Mr. Givens, Ms. Ward, Mr. Vanover, Ms. Baker, Dr. Counts, Dr. Means and Mr. Mulkey. (Mr. Clark was absent).

Dr. Rawlins mentioned the 75 days and asked is there a response time to public comment Mr. Mitchell said 10 days business days.

Chairman Kilgore asked if we were prepared to vote. The motion carried unanimously.

**IX. Next Meeting of Authority**

Chairman Kilgore indicated that they are working on finding a date that works for the group and timeline.

**X. Public Comment**

Chairman Kilgore asked for public comment. No public comments were made.

**XI. Adjournment**

Meeting adjourned by motion of Senator Chafin and seconded by Mr. Mosley. The meeting was adjourned at 5:27 pm.

_____, Chairman
Terry Kilgore